

BY-LAWS OF KNOXVILLE AREA BRIDGE COMMUNITY AND EDUCATION
FOUNDATION

These By-Laws adopted as of the 28th day of October, 2023, for Knoxville
Area Bridge Community and Education Foundation (the “Corporation”).

I. **Name and Address:** The name of the Corporation shall be Knoxville Area Bridge Community and Education Foundation. The address shall be 7400 Deane Hill Drive, Knoxville, Tennessee 37919.

II. **Purpose:** The purpose of the Corporation shall be exclusively non-profit and shall be centered around community service, social, educational, and charitable purposes.

III. **Duration:** The Corporation shall have perpetual existence.

IV. **Membership:** Membership in the corporation shall be established by paying yearly dues or by meeting other criteria as may be established by the Board of Directors. Bridge clubs may be associated with the Corporation under such terms and conditions as may be established by the Board of Directors.

V. **Board of Directors:** The Membership of the Corporation shall elect a Board of Directors (the “Board”) who shall also serve as Officers of the Corporation. Members of the Board must be Members of the Corporation. There shall be five (5) Directors who shall serve two-year terms. The past president of the Board and others as shall be appointed by the Board shall be ex-officio members of the Board without any voting rights. The president shall preside at all meetings of the Board. For misconduct or neglect of duty, any member of the Board may be removed by the unanimous vote of the other members of the Board. Board meetings shall be conducted in person or by such other secure electronic means as may be

available and approved by the Board President. All members of the Board shall attend all meetings except for just and due cause. The Board shall approve an annual budget for the Corporation and the budget shall be presented to the Membership at the annual meeting.

VI. **Officers:** The officers of the Corporation shall be selected by the Membership as a part of the election of the Board. The officers shall be President, Vice-President, Secretary, Treasurer and a Membership/Communications Officer.. The term of each officer shall be for two years. The duties of the officers shall be as directed by the Board from time to time. The Secretary shall keep detailed records of all Board and membership meetings as part of the permanent records of the Corporation.

VII. **Quorum:** A quorum for purposes of conducting the business of the Corporation by the Board shall be three. Any member of the Board may grant another member of the Board of Directors a written proxy to vote on any matter to come before the Board at any regular or special meeting of the Board.

VIII. **American Contract Bridge Association (“ACBL”):** The corporation shall at all times be an affiliate of the ACBL and shall be governed by the ACBL rules and regulations.

IX. **Funds of Corporation.** All revenue of the Corporation shall be deposited with the Corporation’s financial institution and all disbursements shall be made from the Corporation’s checking account. The Corporation may have one or more accounts at the discretion of the Board, but all accounts must be deposited in FDIC insured institutions. All disbursements by check or otherwise in an amount greater than or equal to \$500.00 (Five Hundred Dollars and No Cents), or such amount as may be approved by the Board, by the Corporation shall require two signatures – the President, or Vice President, and the Treasurer.

All disbursements shall have appropriate back up documentation to support the expenditure of Corporation funds other than normal required payment to ACBL.

X. **Meetings of Membership:** The Membership shall meet annually on the second Friday of December at such time and place as may be selected by the Board. A quorum for any annual or special meetings of the Membership shall be 5% of the Members in good standing at the time of the meeting. Voting by proxy at annual and special meetings is permitted as long as the proxy is on a form approved by the Board of Directors and is signed by the member granting the proxy. The agenda for each annual meeting shall be established by the Board and published to the Membership at least 10 days prior to the annual meeting. Special meetings of the Membership may also be called from time to time at the discretion of the Board and special meetings may also be requested by one or more Members with such request to be directed to the Board. Any special meeting of the Membership shall also have an agenda published to the Membership at least ten (10) days prior to the special meeting. The agenda for any annual or special meeting of the Membership may be posted to the website of the Corporation and/or prominently posted at the Bridge Center. All meetings shall be conducted according to Robert's Rules of Order,

XI. **Meetings of the Board:** Meetings of the Board shall be held at such intervals and at such locations as may be determined by the Board from time to time, but shall be at least quarterly. The agenda for any meeting of the Board shall be disseminated to the members of the Board at least 10 days ahead of the date of the meeting.

XII. **Committees:** There shall be three standing committees of the Board – the Nominating Committee, Infractions Committee and the Building Committee. Members of

each committee shall be appointed by the President. The Nominating Committee shall meet at least once per year and shall recommend a slate of officers and directors for presentation to the Membership at its annual meeting. The Infractions Committee shall meet as often as is necessary to address any alleged infractions by any of the Corporation's members. The Building Management Committee shall meet at least quarterly or as often as is necessary to address any issues related to the facilities at KABC's Deane Hill location. The duties and responsibilities of the three standing committees shall be as adopted by the Board. The president shall be an ex-officio member of each standing committee, but shall not have voting rights.

XIII. **Vacancies:** Any vacancy of an officer position with the Corporation shall be filled by the Board until the next annual election. However, vacancies of the Board shall be filled by the remaining members of the Board until the next annual election; provided, however, vacancies of officer positions or Board positions may be filled (but not required) by a special meeting of the Membership.

XIV. **Employees.** It is anticipated that all functions of the Corporation shall be filled by volunteers, but the Board is authorized to hire one or more employees to assist in carrying out the functions of the Corporation.

XV. **Records:** All records of the Corporation may be reviewed during normal business hours by any member of the Corporation. Records shall be kept at the office of the Corporation, but at the discretion of the president may be kept by the duly elected officers.

XVI. **Property:** All property of the Corporation shall be owned by the Corporation (and if titled shall be titled to the Corporation) and shall be not be in the name of any officer, Board member or member of the Corporation.

XVII. **Debt:** The Corporation shall not incur any debt other than the lease for its business location unless such debt is approved by the Board.

XVIII. **Amendments:** Amendments to these By-Laws may be made by the Membership at any special or annual meeting of the Membership, but shall be specifically outlined in the agenda for such meeting.

XIX. **Insurance:** Insurance for the Corporation shall be maintained in such amounts, for such activities and with such deductibles as may be approved by the Board.